

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

**NOTICE OF AGENDA FOR HEARING SCHEDULED FOR
NOVEMBER 12, 2024, AT 1:30 P.M. (ET)**

**THE DEBTORS ARE SEEKING TO ADJOURN THIS HEARING
AND ANTICIPATE THAT IT WILL BE ADJOURNED TO THE
HEARING SCHEDULED FOR NOVEMBER 21, 2024, AT 10:30 A.M.
(PREVAILING EASTERN TIME)**

The Debtors will file an amended agenda when the adjournment is confirmed.

MATTERS UNDER CERTIFICATION

1. Motion of Debtors for Entry of an Order (I) Authorizing Debtors to Reject Certain Unexpired Leases of Nonresidential Real Property and (II) Granting Related Relief ([D.I. 450](#), filed 10/9/24).

Objection Deadline: October 23, 2024, at 4:00 p.m. (ET); extended to November 1, 2024, at 12:00 a.m. for Blue Owl Real Estate Capital, LLC (“**Blue Owl**”).

Responses Received:

- a) [Withdrawn] Limited Objection of Raymond Storage Concepts, Inc. and Raymond West Intralogistics Solutions to Debtors’ Notice of Abandonment, Utilization and Disposal of Personal Property Located at Certain of Debtors’ Leased Distribution Centers ([D.I. 596](#), filed 10/24/24); and

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

- b) [Withdrawn] Limited Objection of Dell Financial Services L.L.C. to Debtors' Abandonment and/or Disposal of Property ([D.I. 597](#), filed 10/24/24).

Related Documents:

- a) Notice of Abandonment, Utilization and Disposal of Personal Property Located at Certain of the Debtors' Leased Distribution Centers Proposed to be Rejected Pursuant to the Motion of Debtors for Entry of an Order (I) Authorizing Debtors to Reject Certain Unexpired Leases of Nonresidential Real Property and (II) Granting Related Relief ([D.I. 476](#), filed 10/10/24);
- b) Notice of Hearing Regarding Motion of Debtors for Entry of an Order (I) Authorizing Debtors to Reject Certain Unexpired Leases of Nonresidential Real Property and (II) Granting Related Relief ([D.I. 545](#), filed 10/18/24); and
- c) Certification of Counsel Regarding Order (I) Authorizing Debtors to Reject Certain Unexpired Leases of Nonresidential Real Property and (II) Granting Related Relief ([D.I. 822](#), filed 11/3/24).

Status: On November 3, 2024, the Debtors submitted a certification of counsel with respect to this matter. Accordingly, a hearing on this matter is only necessary if the Court has questions.

- 2. Application of Debtors for Entry of an Order Authorizing the Retention and Employment of Deloitte & Touche LLP as Independent Auditor Effective as of the Petition Date ([D.I. 455](#), filed 10/18/24).

Objection Deadline: October 23, 2024, at 4:00 p.m. (ET).

Responses Received: None.

Related Documents:

- a) Certificate of No Objection Regarding Order Authorizing the Retention and Employment of Deloitte & Touche LLP as Independent Auditor Effective as of the Petition Date ([D.I. 892](#), filed 11/04/24).

Status: On November 4, 2024, the Debtors submitted a certification of counsel with respect to this matter. Accordingly, a hearing on this matter is only necessary if the Court has questions.

3. Application for Order Under Bankruptcy Code Section 1103 Authorizing the Employment and Retention of FTI Consulting, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors Effective as of September 25, 2024 ([D.I. 554](#), filed 10/18/24).

Objection Deadline: November 1, 2024, at 4:00 p.m. (ET); extended to November 11, 2024, at 4:00 p.m. for the U.S. Trustee.

Responses Received: None at this time.

Related Documents: None at this time.

Status: This matter is adjourned to the omnibus hearing scheduled for November 21, 2024, at 10:30 a.m. (ET).

4. Objection to Proposed Sale of Lease #5444, 1801 S. Semoran Blvd, Orlando, Florida ([D.I. 604](#), filed 10/25/24).

Objection Deadline:

Responses Received:

Related Documents:

- a) Second Notice of Proposed Cure Amounts for Certain Unexpired Leases ([D.I. 443](#), filed 10/8/24); and
- b) Certification of Counsel Regarding Agreed Order Pursuant to Sections 363 and 365 of the Bankruptcy Code Authorizing the Debtors-In-Possession to Assume, Assign and Sell its Semoran Blvd., Orlando, Florida Real Property Lease ([D.I. 935](#), filed 11/6/24).

Status: On November 6, 2024, the Debtors submitted a certification of counsel with respect to this matter. Accordingly, a hearing on this matter is only necessary if the Court has questions.

MATTER GOING FORWARD

5. Motion of Debtors for Entry of Orders (I) (A) Approving Bidding Procedures for Sale of Debtors' Assets, (B) Approving the Stalking Horse Bid Protections, (C) Scheduling Auction for, and Hearing to Approve, Sale of Debtors' Assets, (D) Approving Form and Manner of Notices of Sale, Auction, and Sale Hearing, and (E) Approving Assumption and Assignment Procedures, (II) (A) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances and (B) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (III) Granting Related Relief ([D.I. 18](#), filed 9/9/24).

Objection Deadline: November 6, 2024, at 4:00 p.m. (ET).

Cure Objections Received:

- a) See **Exhibit A**.

Adequate Assurance Objections Received:

- a) See **Exhibit B**.

Other Responses Received:

- a) Informal Comments from Liberty Mutual Insurance Company;
- b) Informal comments from the Chubb Companies;
- c) [Withdrawn] Limited Objection and Reservation of Rights of Kin Properties Inc. and its Affiliated Landlords to Debtors' Notices of Potential and Proposed Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amounts in Connection with Proposed Stalking Horse Sale of Substantially All of Debtors Assets (D.I. 931, filed 11/6/24);
- d) Objection and Reservation of Rights of Tempur Sealy International, Inc. to the (I) Notice of Proposed Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount and (II) Proposed Sale Transaction (D.I. 937, filed 11/6/24);
- e) Limited Objection and Reservation of Rights of Kin Properties Inc. and its Affiliated Landlords to Debtors' Notices of Potential and Proposed Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amounts in Connection with Proposed Stalking Horse Sale of Substantially All of Debtors' Assets (D.I. 942, filed 11/6/24);
- f) Objection of 2413 Brewerton Road Plaza LLC, Benenson Capital Partners, LLC, CRI New Albany Square LLC, DLC Management Corporation, Gibraltar Management Co., Inc., National Realty & Development Corp., Rivercrest Realty Associates, LLC, and Wheeler REIT, LP to Proposed Lease Assumptions/Assignment and Reservation of Rights with Respect to the Sale Aspect of the Sale/Bid Procedures Motion (D.I. 945, filed 11/6/24);
- g) Objection and Reservation of Rights of Ramsey Pike, LLC to the (I) Notice of Proposed Assumption and Assignment of Executory Contracts or Unexpired Leases and Proposed Cure Amount and (II) Proposed Sale to Successful Bidder (D.I. 953, filed 11/6/24);
- h) Objection and Reservation of Rights of Banckentucky, Inc. to the (I) Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Proposed Cure Amount and (II) Proposed Sale of Substantially All of the Debtors' Assets (D.I. 954, filed 11/6/24);

- i) Limited Objection of the Official Committee of Unsecured Creditors To Proposed Sale of Substantially All of the Debtors' Assets (D.I. 981, filed 11/6/24);
- j) Objection and Reservation of Rights of Kroger Limited Partnership I to the (I) Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Proposed Cure Amount and (II) Proposed Sale of Substantially All of the Debtors' Assets (D.I. 983, filed 11/6/24);
- k) Blue Owl Real Estate Capital LLC's Objection to the Proposed Sale of Substantially All of the Debtors' Assets and Joinder in Support of the Official Committee of Unsecured Creditors' Sale Objection (D.I. 992, filed 11/6/24); and
- l) Limited Objection of 35/WCD Century South K/C/ Ltd., ARC ASANDSC001, LLC, ARC NWNCHSC001, LLC, BMA Beachwood, LLC, Brixmor Operating Partnership LP, Columbia Group Big, LLC, F & F Investments, LLC, Francis Carrington, Hanford Mall 2020 LLC, Hunting Creek Retail, LLC, Millan Holdings LLC, NS Retail Holdings, LLC, RD Management LLC, Robhana Group, Sun Plaza Shops, LLC TJ Elite Properties, LLC, and Trussville Promenade 1 Owner, LLC. To (1) Sale of Acquired Assets To the Successful Bidder, and (2) Notice of Proposed Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amounts (D.I. 994, filed 11/6/24).

Related Documents:

- a) Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount ([D.I. 511](#), filed 10/16/24);
- b) Order (I) Approving Bidding Procedures for Sale of Debtors' Assets, (II) Approving the Stalking Horse Bid Protections, (III) Scheduling Auction for, and Hearing to Approve, Sale of Debtors' Assets, (IV) Approving Form and Manner of Notices of Sale, Auction, and Sale Hearing, (V) Approving Assumption and Assignment Procedures, and (VI) Granting Related Relief ([D.I. 612](#), entered 10/25/24) (the "**Bidding Procedures Order**");
- c) Notice of Successful Bidder for the Sale of the Debtors' Assets ([D.I. 661](#), filed 10/30/24); and
- d) Notice of Proposed Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amounts ([D.I. 683](#), filed 10/31/24).

Status: The Debtors are seeking to adjourn this matter to the hearing on November 21, 2024, at 10:30 a.m. (ET). If necessary, the Debtors will file a reply in advance of that hearing. Pursuant to paragraph 24 of the Bidding Procedures Order, all cure objections listed on **Exhibit A** are adjourned to a date to be determined. The adequate assurance objections listed on **Exhibit B** will go forward at the sale hearing.

6. Application of the Official Committee of Unsecured Creditors in Big Lots, Inc. *et al.*, to Retain and Employ McDermott Will & Emery LLP as Counsel, Effective September 24, 2024 ([D.I. 552](#), filed 10/18/24).

Objection Deadline: November 1, 2024, at 4:00 p.m. (ET); extended to November 5, 2024, at 4:00 p.m. for the U.S. Trustee.

Responses Received:

- a) Informal comments received from the U.S. Trustee.

Related Documents:

Status: The Debtors anticipate that the Committee will file a revised form of order under certification of counsel in advance of the hearing.

7. Application for an Order Pursuant to 11 U.S.C. §§ 328(a) and 1103 Authorizing and Approving the Retention and Employment of Cole Schotz P.C. as Special Real Estate Counsel, Efficiency Counsel and Delaware Counsel to the Official Committee of Unsecured Creditors Effective as of September 24, 2024 ([D.I. 553](#), filed 10/18/24).

Objection Deadline: November 1, 2024, at 4:00 p.m. (ET); extended to November 5, 2024, at 4:00 p.m. for the U.S. Trustee.

Responses Received:

Related Documents:

Status: The Debtors anticipate that the Committee will file a revised form of order under certification of counsel in advance of the hearing.

[Remainder of Page Intentionally Left Blank]

Dated: November 7, 2024
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Casey B. Sawyer

Robert J. Dehney, Sr. (No. 3578)
Andrew R. Remming (No. 5120)
Daniel B. Butz (No. 4227)
Tamara K. Mann (No. 5643)
Casey B. Sawyer (No. 7260)
1201 N. Market Street, 16th Floor
Wilmington, DE 19801
Tel: (302) 658-9200
rdehney@morrisnichols.com
aremming@morrisnichols.com
dbutz@morrisnichols.com
tmann@morrisnichols.com
csawyer@morrisnichols.com

-and-

DAVIS POLK & WARDWELL LLP

Brian M. Resnick (admitted *pro hac vice*)
Adam L. Shpeen (admitted *pro hac vice*)
Stephen D. Piraino (admitted *pro hac vice*)
Jonah A. Peppiatt (admitted *pro hac vice*)
Ethan Stern (admitted *pro hac vice*)
450 Lexington Avenue
New York, NY 10017
Tel.: (212) 450-4000
brian.resnick@davispolk.com
adam.shpeen@davispolk.com
stephen.piraino@davispolk.com
jonah.peppiatt@davispolk.com
ethan.stern@davispolk.com

Counsel to the Debtors and Debtors in Possession